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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**CERTIFICATE OF NO OBJECTION
PURSUANT TO 28 U.S.C. § 1746 REGARDING
DEBTORS' EIGHTEENTH OMNIBUS OBJECTION TO
BALLOTS (REDUCED OR RECLASSIFIED CLAIMS/BALLOTS)**

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court’s case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), the undersigned hereby certifies as follows:

1. On April 22, 2020, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), filed the *Debtors’ Eighteenth Omnibus Objection to Ballots (Reduced or Reclassified Claims/Ballots)* (ECF No. 7859) (the “**Omnibus Objection**”).

2. In accordance with the Amended Case Management Order, the Debtors established a deadline for parties to file responses to the Omnibus Objection (the “**Response Deadline**”). The Response Deadline was set for May 13, 2020, at 4:00 p.m. (Prevailing Eastern Time). The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Response Deadline has now passed and, to the best of my knowledge, with respect to the claims identified on **Exhibit 1** to the proposed order granting the relief requested in the Omnibus Objection (the “**Proposed Order**”) annexed hereto as **Exhibit A**, no responsive pleadings to have been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Amended Case Management Order or served on counsel to the Debtors. A redline of the Proposed Order marked against the order attached to the Omnibus is annexed hereto as **Exhibit B**.

4. Accordingly, the Debtors respectfully request that the Proposed Order be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: May 28, 2020
New York, New York

/s/ Garrett A. Fail

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and Debtors in Possession*

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re

Chapter 11

SEARS HOLDINGS CORPORATION, et al.,

Case No. 18-23538 (RDD)

Debtors.¹
-----X

(Jointly Administered)

**ORDER GRANTING DEBTORS' EIGHTEENTH
OMNIBUS OBJECTION TO PROOFS OF CLAIM OR BALLOTS
(REDUCE OR RECLASSIFY CLAIMS/BALLOTS)**

Upon the *Debtors' Eighteenth Omnibus Objection to Proofs of Claim or Ballots* (*Reduce or Reclassify Claims/Ballots*), filed April 22, 2020 (the "**Objection**"),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), for an order (i) reducing or reclassifying the Disputed

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR - Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

Claims (as defined below), and (ii) granting related relief, all as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and upon all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each proof of claim or ballot listed on **Exhibit 1** (collectively the "**Disputed Claims**") is reduced or reclassified in the amounts set forth on Exhibit 1, in the rows labeled "Surviving".
3. Each Disputed Claim that lists \$0.00 as the "Surviving" claim under the column "*Total Claim*" shall be disallowed and expunged in its entirety.

4. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.

5. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Court are authorized to take all actions necessary or appropriate to give effect to this Order.

6. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2020
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Disputed Claims

Reduced and Reclassified Claims ¹											
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Claim Amounts	503(b)(9) Administrative Priority Claim	Administrative Priority Claim	Secured Claim	Priority Claim	General Unsecured Claim	Total Claim	Reasons for Reduction or Reclassification ²
1.	AMERICAN OAK PRESERVING CO INC	2371	182353801017295	Asserted	\$66,409.28					\$66,409.28	(iv)
				Surviving	\$0.00				\$66,409.28	\$66,409.28	
2.	Aramark Uniform & Career Apparel, LLC fka Aramark Uniform & Career Apparel, Inc.	9219, 9223, 9224, 9225	182353801017658	Asserted		\$173,696.44			\$273,033.96	\$446,730.40	(vi)
				Surviving		\$0.00			\$273,033.96	\$273,033.96	
3.	Board of Water Supply/HI	*	182353801043356	Asserted		\$9,520.16				\$9,520.16	(vii)
				Surviving		\$0.00				\$0.00	
4.	Borough of Shillington, PA	*	182353801021556	Asserted		\$347.20				\$347.20	(i)
				Surviving		\$0.00			\$347.20	\$347.20	
5.	Bowling Green Municipal Utilities	*	182353801021558	Asserted		\$10,257.34				\$10,257.34	(vii)
				Surviving		\$0.00				\$0.00	
6.	Brunswick Sewer District	*	182353801021569	Asserted		\$363.00				\$363.00	(vii)
				Surviving		\$0.00				\$0.00	
8.	Celin Corporation	724	182353801016624	Asserted	\$114,652.27					\$114,652.27	(iv)(v)
				Surviving	\$0.00				\$65,722.86	\$65,722.86	
9.	Chillicothe Utilities Dept, OH	*	182353801021636	Asserted		\$141.96				\$141.96	(vii)
				Surviving		\$0.00				\$0.00	
10.	City of Cape Girardeau, MO	*	182353801021707	Asserted		\$449.58				\$449.58	(vii)
				Surviving		\$0.00				\$0.00	
11.	City of Elyria - Stormwater	*	182353801021772	Asserted		\$3,767.68				\$3,767.68	(i)
				Surviving		\$0.00			\$3,767.68	\$3,767.68	
12.	City of Marshall, MI	*	182353801021910	Asserted		\$12,984.81				\$12,984.81	(i)
				Surviving		\$0.00			\$12,984.81	\$12,984.81	
13.	City of Maryville Utilities, TN	*	182353801021913	Asserted		\$956.00				\$956.00	(i)
				Surviving		\$0.00			\$956.00	\$956.00	
15.	City of Scottsbluff, NE	*	182353801022051	Asserted		\$196.41				\$196.41	(vii)
				Surviving		\$0.00				\$0.00	
16.	City of Topeka, KS	*	182353801022105	Asserted		\$914.44				\$914.44	(i)
				Surviving		\$0.00			\$914.44	\$914.44	
17.	City Treasurer Madison - WI	*	182353801022150	Asserted		\$3,087.54				\$3,087.54	(i)
				Surviving		\$0.00			\$3,087.54	\$3,087.54	
19.	COCA COLA SEVEN UP BTLG CO	11233	182353801042528	Asserted	\$9,713.00					\$9,713.00	(iv)
				Surviving	\$0.00				\$9,173.00	\$9,173.00	
20.	Coca-Cola Beverages Florida, LLC	8629	182353801042529	Asserted	\$22,367.56				\$28,721.41	\$51,088.97	(ii)(iii)(v)
				Surviving	\$17,949.42				\$28,721.41	\$46,670.83	
21.	Coca-Cola Bottling Company United, Inc.	5029	182353801042534	Asserted	\$9,264.65				\$8,503.36	\$17,768.01	(vii)
				Surviving	\$0.00				\$8,503.36	\$8,503.36	
23.	Dept of Public Utilities, Wellsville	*	182353801022245	Asserted		\$4,095.92				\$4,095.92	(vii)
				Surviving		\$0.00				\$0.00	
26.	Eastern Prime Textile Limited	1228, 1327	182353801017563	Asserted	\$1,980,707.89				\$5,534,944.85	\$7,515,652.74	(vi)
				Surviving	\$0.00				\$5,534,944.85	\$5,534,944.85	
27.	ECHO BRIDGE ACQUISITION CORP LLC	4129, 4311	182353801014335	Asserted	\$92,626.90					\$92,626.90	(vii)
				Surviving	\$41,812.66					\$41,812.66	
28.	ELITE ROASTERS INC	*	182353801015935	Asserted	\$133,448.30					\$133,448.30	(vii)
				Surviving	\$0.00					\$0.00	
29.	Ford Models, Inc.	7451	182353801018543	Asserted		\$9,458.75			\$120,900.22	\$130,358.97	(iv)
				Surviving		\$0.00			\$130,358.97	\$130,358.97	
30.	Fox Luggage Inc.	*	182353801015528	Asserted	Unliquidated					\$0.00	(vii)
				Surviving	\$0.00					\$0.00	
31.	Gaia Group, Inc.	*	182353801043011	Asserted	\$12,600.00					\$12,600.00	(ii)(iv)
				Surviving	\$0.00				\$1,225.95	\$1,225.95	
32.	Gainup Industries India Pvt Ltd	*	182353801018027	Asserted	\$234,540.56					\$234,540.56	(iv)(v)(vii)
				Surviving	\$0.00				\$91,592.56	\$91,592.56	
33.	Garelick Farms, LLC	13844	182353801040235	Asserted	\$10,539.14				\$22,223.70	\$32,762.84	(v)
				Surviving	\$308.04				\$22,223.70	\$22,531.74	
34.	Goleta Water District	*	182353801022377	Asserted		\$532.16				\$532.16	(vii)
				Surviving		\$0.00				\$0.00	
35.	Grand Forks Utility Billing	*	182353801022378	Asserted		Unliquidated				\$0.00	(vii)
				Surviving		\$0.00				\$0.00	
36.	GRAND HOME HOLDINGS INC	1220	182353801042506	Asserted	\$17,884.97					\$17,884.97	(iv)(v)
				Surviving	\$0.00				\$15,193.27	\$15,193.27	
38.	Hastings Utilities, NE	*	182353801022416	Asserted		\$2,089.80				\$2,089.80	(i)
				Surviving		\$0.00			\$2,089.80	\$2,089.80	

Reduced and Reclassified Claims ¹											
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Claim Amounts	503(b)(9) Administrative Priority Claim	Administrative Priority Claim	Secured Claim	Priority Claim	General Unsecured Claim	Total Claim	Reasons for Reduction or Reclassification ²
39.	HERR FOODS INC	16136	182353801014528	Asserted	\$56,702.28				\$78,428.39	\$135,130.67	(ii)
				Surviving	\$52,908.68				\$78,428.39	\$131,337.07	
40.	ICON EYEWEAR INC SBT	3609	182353801015356	Asserted	\$323,362.40					\$323,362.40	(iv)(v)(vii)
				Surviving	\$0.00				\$140,373.00	\$140,373.00	
41.	INTERDESIGN INC	1571	182353801014585	Asserted	\$382,691.33					\$382,691.33	(ii)(iv)(v)
				Surviving	\$167,369.37				\$202,333.30	\$369,702.67	
44.	Kalama Collection Ltd	5276	182353801042057	Asserted	\$2,313.95				\$7,993.37	\$10,307.32	(v)
				Surviving	\$0.00				\$7,993.37	\$7,993.37	
45.	KUB-Knoxville Utilities Board	*	182353801022505	Asserted		\$49,200.29				\$49,200.29	(i)
				Surviving		\$0.00			\$49,200.29	\$49,200.29	
46.	LIFETIME BRANDS INC	*	182353801014761	Asserted	\$151,722.85					\$151,722.85	(iv)(vii)
				Surviving	\$0.00				\$115,616.28	\$115,616.28	
47.	LUCENT JEWELERS INC	*	182353801014802	Asserted	Unliquidated					\$0.00	(vii)
				Surviving	\$0.00					\$0.00	
48.	Maloney and Bell General Construction, Inc.	682, 16142, 16671	182353801041638	Asserted	\$362,577.09		\$374,469.00		\$0.00	\$737,046.09	(i)
				Surviving	\$0.00		\$187,234.50		\$0.00	\$187,234.50	
49.	MARKET FORCE INFORMATION	*	182353801043462	Asserted	\$34,540.55					\$34,540.55	(vii)
				Surviving	\$1,034.06					\$1,034.06	
50.	Maximus, Inc.	15393	182353801043411	Asserted		\$44,689.08				\$44,689.08	(iv)(v)
				Surviving		\$35,284.86			\$2,016.23	\$37,301.09	
51.	Middle Tennessee Natural Gas	20414	182353801022621	Asserted	\$27.00					\$27.00	(vii)
				Surviving	\$0.00					\$0.00	
52.	MODE DISTRIBUTING, LLC	5060	182353801041768	Asserted	\$39,043.48				\$39,017.38	\$78,060.86	(ii)
				Surviving	\$36,699.18				\$39,017.38	\$75,716.56	
53.	MONROE, BARBARA	11535	182353801041780	Asserted	\$3,706.73					\$3,706.73	(iv)
				Surviving	\$0.00				\$3,706.73	\$3,706.73	
54.	North Wales Water Authority	*	182353801022693	Asserted		\$854.14				\$854.14	(i)
				Surviving		\$0.00			\$854.14	\$854.14	
55.	Oak Hill Sanitary Board	*	182353801022710	Asserted		\$135.54				\$135.54	(vii)
				Surviving		\$0.00				\$0.00	
56.	Olive Elect, LLC	7927, 8206	182353801017645	Asserted	\$36,595.78	\$18,948.03	\$55,543.81		\$13,035.48	\$124,123.10	(iv)(vii)
				Surviving	\$0.00	\$0.00	\$55,543.81		\$13,035.48	\$68,579.29	
57.	PARADIGM FITNESS EQUIPMENT INC	*	182353801019727	Asserted	\$15,908.00					\$15,908.00	(v)
				Surviving	\$0.00					\$0.00	
58.	Peru Utilities	*	182353801022757	Asserted		\$4,083.13				\$4,083.13	(i)
				Surviving		\$0.00			\$4,083.13	\$4,083.13	
60.	Qassis, Ureib	15874	182353801041438	Asserted	\$80,000.00				\$0.00	\$80,000.00	(iv)
				Surviving	\$0.00				\$80,000.00	\$80,000.00	
61.	Rock River Water Reclamation	*	182353801022821	Asserted		\$302.49				\$302.49	(vii)
				Surviving		\$0.00				\$0.00	
62.	RODAEL DIRECT INC	14848	182353801041687	Asserted	\$10,806.01				\$8,554.74	\$19,360.75	(iv)
				Surviving	\$0.00				\$19,360.75	\$19,360.75	
63.	Russell Sigler, Inc.	3524	182353801040676	Asserted	\$229,564.38					\$229,564.38	(vi)
				Surviving	\$0.00					\$0.00	
64.	Southwest Gas Corporation	*	182353801022879	Asserted		Unliquidated				\$0.00	(vii)
				Surviving		\$0.00				\$0.00	
65.	Spartanburg Water System	*	182353801022882	Asserted		\$1,244.05				\$1,244.05	(vii)
				Surviving		\$0.00				\$0.00	
66.	STEINEL AMERICA INC	3015	182353801040748	Asserted	\$7,948.79				\$3,364.20	\$11,312.99	(iv)
				Surviving	\$1,869.00				\$9,443.99	\$11,312.99	
68.	UNITIL ME Gas Operations	*	182353801023042	Asserted		\$20,775.68				\$20,775.68	(vii)
				Surviving		\$0.00				\$0.00	
69.	Universal Hosiery Inc.	9994	182353801040930	Asserted	\$10,836.39				\$215,647.74	\$226,484.13	(iv)
				Surviving	\$0.00				\$226,484.13	\$226,484.13	
70.	Water, Inc.	*	182353801040999	Asserted	\$23,024.91					\$23,024.91	(vi)
				Surviving	\$0.00					\$0.00	
71.	Yeti Construction and Remodeling LLC	*	182353801043346	Asserted	\$12,025.00					\$12,025.00	(iv)
				Surviving	\$0.00				\$12,025.00	\$12,025.00	

* Amount asserted to be disallowed subject to the Bar Date Order (as defined in the Objection)

¹ Asserted Claim amounts include any asserted unliquidated amounts.

² Corresponding reasons, as addressed in paragraph 9 of the Objection, are as follows:

- (i) Supporting documentation indicates that the invoices are non-Administrative Expense Claims;
- (ii) The Debtors' books and records show outstanding unclaimed credits against which the Debtors' are entitled to set off;
- (iii) The Debtors' books and records show a shortage or volume discrepancy for the invoices provided;
- (iv) The Debtors' books and records show that invoices for claims for 503(b)(9) priority pertain to services not entitled to priority pursuant to section 503(b)(9) of the United States Bankruptcy Code;
- (v) The invoices provided by the Claimants are not supported by the Debtors' books and records;
- (vi) Basis for the Disputed Claim was paid or satisfied by the Debtors or by non-debtor third parties in the ordinary course
- (vii) Supporting documentation was not provided for all or a portion of the Disputed Claim; and
- (viii) The Disputed Claim was filed after the applicable date set forth in the Order Establishing Deadline to File Proofs of Claim and Procedures Relating Thereto, entered on February 22, 2019 (ECF No. 2676) (the "Bar Date Order")

Exhibit B

Redline

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re

Chapter 11

SEARS HOLDINGS CORPORATION, et al.,

Case No. 18-23538 (RDD)

Debtors.¹
-----X

(Jointly Administered)

**ORDER GRANTING DEBTORS' EIGHTEENTH
OMNIBUS OBJECTION TO PROOFS OF CLAIM OR BALLOTS
(REDUCE OR RECLASSIFY CLAIMS/BALLOTS)**

Upon the *Debtors' Eighteenth Omnibus Objection to Proofs of Claim or Ballots* (*Reduce or Reclassify Claims/Ballots*), filed April 22, 2020 (the "**Objection**"),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), for an order (i) reducing or reclassifying the Disputed

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR - Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

Claims (as defined below), and (ii) granting related relief, all as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; ~~and the Court having held a hearing to consider the relief requested in the Objection on June 17, 2020 (the "Hearing"); and upon the record of the Hearing,~~ and upon all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each proof of claim or ballot listed on **Exhibit 1** (collectively the "**Disputed Claims**") is reduced or reclassified in the amounts set forth on Exhibit 1, in the rows labeled "Surviving".
3. Each Disputed Claim that lists \$0.00 as the "Surviving" claim under the column "*Total Claim*" shall be disallowed and expunged in its entirety.

4. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.

5. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Court are authorized to take all actions necessary or appropriate to give effect to this Order.

6. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2020
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE